

VIRGINIA:

BEFORE THE VIRGINIA GAS AND OIL BOARD

SUPPLEMENTAL ORDER REGARDING

DOCKET NO. VG0B-98/0217-0623

ELECTIONS, UNIT: V-2691

(hereinafter "Subject Drilling Unit")

REPORT OF BOARD

FINDINGS AND ORDER

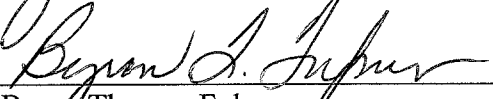
1. This Supplemental Order is entered by the Board sua sponte in the form authorized by the Board at its hearing held at 9:00 a.m. on October 20, 1992, Board of Supervisors Room, Courthouse, Grundy, Virginia, and pursuant to authority granted to the Board's Chairman at the hearing of the Virginia Gas and Oil Board on June 16, 1992, at 9:00 a.m. at the Rhododendron Restaurant at the Breaks Interstate Park, Breaks, Virginia; and this Supplemental Order is being recorded for the purpose of (1) complying with the requirement of the Virginia Gas and Oil Board Regulations, 4 VAC 25-160.70C by supplementing the Order previously issued by the Board for subject Docket on March 23, 1998, and recorded at Instrument # 980001385 in the Office of the Clerk of Circuit Court, Wise County, Virginia on March 26, 1998 (herein "Board Order") to complete the record regarding elections. The Board Order pooled all interest in Subject Drilling Unit including those of the Respondents more particularly set forth and identified by the Designated Operator in the affidavits attached hereto and made a part hereof. The Board finds it has jurisdiction over the subject matter pursuant to the provisions of the Virginia Gas and Oil Act, § 45.1-361.1 et seq., Virginia Code, 1950 as amended.
2. Findings: The Board finds that:
 - (a) The Board Order directed Equitable Resources Energy Company, (herein the Designated Operator"), to mail copies of the Board Order to all respondents whose interest, if any, were pooled by said Board Order;
 - (b) The designated operator filed its affidavit of mailing dated April 2, 1998, disclosing that it had mailed a correct copy of the Board's Order to all Respondents whose interest, if any, were pooled by said Board Order;
 - (c) The Board Order required each Respondent whose interest, if any, were pooled by the terms of said Board Order to make his or her election within thirty (30) days after the date of mailing or recording, as applicable, of said Order; the Designated Operator has filed its affidavit dated May 4, 1998, in accordance with § 7.C of the Virginia Gas and Oil Board Regulations and 4 VAC 25-160.70C (herein "Affidavit

- (d) of Election”), wherein it has, for each Respondent whose interest, if any, were pooled by said Board Order, stated: (i) whether each Respondent has made or failed to make a timely election; (ii) the nature of the election made, if any; (iii) whether, by reason of a failure to elect or to timely elect one or more Respondents are deemed, under the terms of the Board’s Order, to have leased all their rights, title, interest, estates and claims in Subject Drilling Unit to the Designated Operator;
 - (d) The Board Order further required the Designated Operator, after expiration of the election period, to file with the Board a statement of the interests subject to escrow under the terms and provisions of the Board Order, in light of the elections made or deemed to have been made (herein “Statement of Interests”); that the Designated Operator furnished said Statement of Interests as part of its Affidavit of Election. A copy of which is attached hereto as Exhibit B.
 - (e) Current Board standards requiring the escrow of funds and the Board’s agreement with its Escrow Agent, First Virginia Bank- Mountain Empire, P.O. Box 1038, Abingdon, Virginia 24212, or any successor named by the Board, require the entry of a Supplemental Order establishing of record the elections made or deemed to have been made and specifying the sums or percentage thereof subject to escrow. Current Board escrow standards were made applicable to Subject Drilling Unit by a Board Order dated December 23, 1992.
3. Order: By this Order, the Board orders the Designated Operator to tender, consistent with and in accordance with the findings set forth at paragraph 2. above and the annexed Affidavits, any funds subject to escrow and instructs the Escrow Agent, First Virginia Bank-Mountain Empire, Trust Department, P.O. Box 1038, Abingdon, Virginia 24212, or any successor named by the Board to establish interest-bearing escrow account(s), IRS Tax Identification Number 54-1629506, in accordance with the information set forth in said affidavits to receive such funds and account to the Board therefore.
 4. Mailing of Order and Filing of Affidavit: The Designated Operator under the captioned Order or its Attorney shall file an affidavit with the Secretary of the Board within ten (10) days after the date of receipt of this Order stating that true and correct copy of this Order to each person whose interest or claim is subject to escrow and whose address is known.
 5. Conclusion: Therefore, the findings and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
 6. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 10th day of June, 1998 by a majority of the Virginia Gas and Oil Board.



Chairman, Benny R. Wampler

DONE AND PERFORMED THIS 11th day of June, 1998, by Order of this Board.


Byron Thomas Fulmer
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WISE)

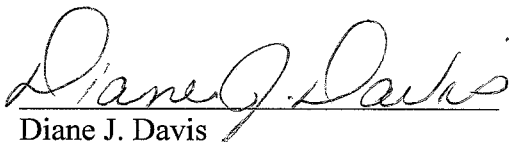
Acknowledged on this 10th day of June, 1998, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny R. Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Susan G. Garrett
Notary Public

My commission expires 7/31/98

STATE OF VIRGINIA)
COUNTY OF WISE)

Acknowledged on this 10th day of June, 1998, personally before me a notary public in and for the Commonwealth of Virginia, appeared Byron Thomas Fulmer, being duly sworn did depose and say that he is Principal Executive to the Staff Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Diane J. Davis
Notary Public

My commission expires: 9/30/2001

VIRGINIA:***BEFORE THE VIRGINIA GAS AND OIL BOARD***

IN RE: Application of Equitable Resources Energy Company, Eastern Region for Forced Pooling of Interests in Unit Number V-2691, VGOB Docket No. VGOB-98/0217-0623 in the Gladeville Magisterial District of Wise County, Virginia.

AFFIDAVIT OF WILHOIT & KAISER, Attorneys-at-Law, Agents for the Designated Operator REGARDING ELECTIONS, ESCROW ACCOUNTS AND SUPPLEMENTAL ORDER

James E. Kaiser (herein Affiant), being first duly sworn on oath, deposes and says:

1. That the Affiant is an attorney in the law firm of WILHOIT & KAISER, the Agent for the Designated Operator, with offices located at 155 Shelby Street, Kingsport, Tennessee 37660, and is authorized to give this Affidavit in its behalf;
2. That the Order entered on March 23, 1998, by the Virginia Gas and Oil Board regarding the captioned conventional Unit required the Applicant to mail a true and correct copy of said Order to each person pooled by said Order;
3. That within seven (7) days of the receipt of an executed copy of the Order referred to at Paragraph 2. above, the Affiant was directed to cause a true and correct copy of said Order to be mailed via the United States Postal Service to each Respondent named in the captioned Application, whose address was known, and to all persons, if any, who are added as Respondents at the hearing held in the captioned matter;
4. That the Order of the Virginia Gas and Oil Board in the captioned matter required all persons pooled thereby to tender their written elections to the Unit Operator within thirty (30) days of the date said Order was recorded in the county above named; that said Order was recorded on March 26, 1998.
5. That the Designated Operator, by and through their agent, Wilhoit & Kaiser, Attorneys-at-Law, have established procedures to review all mail received and all written documents received by means other than by mail to ascertain whether parties whose interest have been pooled have made a written election, in a timely fashion, as required by the captioned Order; that said procedures were followed to identify the elections, if any, made with regard to Subject Unit; that the following persons delivered, by mail or otherwise, written elections to the Unit Operator, within the thirty day election periods:

NONE

6. That the interest and/or claims of the following persons (who made timely elections, or who are deemed under the terms of the Board's Order to have leased, or who, subsequent to the pooling hearing held in the captioned matter, have leased or otherwise entered into an agreement with the Designated Operator) are subject to escrow under the Board's Order pooling the captioned Unit, Board Regulations and

the Code of Virginia; that opposite the name of each person named as a Respondent listed below is set forth:

NONE

7. That after the pooling hearing held in the captioned matter, the following persons have leased or entered into a voluntary agreement with the Designated Operator with regard to their interest and/or claims which are not subject to escrow:

<u>Tract</u>	<u>Name</u>	<u>Lease Number</u>
8	Norman L. Porter	245297L 21
	Carolyn Porter Haralson	245297L 20

8. That the following persons have not made a timely election and have failed to enter into an agreement with the Designated Operator and their respective interests shall be deemed to have leased pursuant to and in accordance with paragraphs 10 of the Order.

<u>Tract</u>	<u>Name</u>	<u>Cash Consideration</u>
8	Harry Porter	0.1650 Acres x \$5=\$0.83

That pursuant to the provision of 4VAC 25-160.70C annexed hereto and incorporated herein is a proposed supplemental order to be entered to complete the record regarding elections; that said annexed supplemental order sets forth that the services of the Escrow Agent are not required in this matter pursuant to the terms of §§ 45.1-361.21.D.

Dated at Kingsport, Tennessee, this 4th day of May 1998.

James E. Kaiser
Affiant

Taken, subscribed and sworn to before me by James E. Kaiser, the Agent of Equitable Resources Energy Company, a corporation, on behalf of the corporation, this 4th day of May 1998.

My commission expires: July 31, 2001

Jamie E. Fuller
Notary

EXHIBIT "B"
V-2691
VGOB 98-02/17-0623

<u>TRACT</u>	<u>LESSOR</u>	<u>LEASE STATUS</u>	<u>INTEREST WITHIN UNIT</u>	<u>GROSS ACREAGE IN UNIT</u>	<u>NET REVENUE INTEREST</u>	
1	Plez Kelly Corder & Hazel B. Corder, H/W Route 1 Box 131 Coeburn, VA 24230	Leased-EREC 223184L 01	14.970000%	16.8700	0.01871250	RI
	Equitable Resources Energy Company				0.13098750	WI
Tract 1 Totals			14.970000%	16.8700	0.14970000	
2	Edna Holbrook Adams, Widow 317 Wood Avenue, West Big Stone Gap, VA 24219	Leased - EREC 223299L 01	16.020000%	18.0500	0.02002500	RI
	Equitable Resources Energy Company				0.14017500	WI
Tract 2 Totals			16.020000%	18.0500	0.16020000	
3	Paul C. Corder, Widower P. O. Box 132 Coeburn, VA 24230	Leased - EREC 223185L 01	7.730000%	8.7100	0.00966250	RI
	Equitable Resources Energy Company				0.06763750	WI
Tract 3 Totals			7.730000%	8.7100	0.07730000	
4	Paul C. Corder, Widower P. O. Box 132 Coeburn, VA 24230	Leased - EREC 223185L 01 Life Estate	[0.000000]	[0.0000]	[0.0000]	
	Carolyn McClellan & Avery McClellan, W/H 3340 Bradshaw Road Salem, VA 24153	Leased - EREC 223185L 01 Remainderman	3.170000%	3.5700	0.00396250	RI

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	Equitable Resources Energy Company				0.02773750	WI
	Tract 4 Totals		3.170000%	3.5700	0.03170000	
5	Paul C. Corder, Widower P. O. Box 132 Coeburn, VA 24230	Leased - EREC 223185L 01 Life Estate	[0.000000]	[0.0000]	[0.0000]	
	Terry Corder & Donna Corder, H/W 13007A Flatwoods Road Coeburn, VA 24230	Leased - EREC 223185L 01 Remainderman	1.980000%	2.2300	0.00247500	RI
	Equitable Resources Energy Company				0.01732500	WI
	Tract 5 Totals		1.980000%	2.2300	0.01980000	
6	Shirley H. Reeves & Kenneth N. Reeves, W/H 718 Neal Street New Smyrna Beach, FL 32168	Leased - EREC 223294L 01	2.330000%	2.6267	0.00291250	RI
	Carol Ann Jarvis-Johnson & Gene C. Johnson P. O. Box 854 New Smyrna Beach, FL 32170	Leased - EREC 223294L 01	2.330000%	2.6267	0.00291250	RI
	John M. Hossfield & Linda Hossfield 2522 Krinklewood Drive Deland, FL 32724	Leased - EREC 223294L 01	2.330000%	2.6266	0.00291250	RI
	Equitable Resources Energy Company				0.06116250	WI
	Tract 6 Totals		6.990000%	7.8800	0.06990000	

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7	Henry B. Corder & Mabel R. Corder, H/W P. O. Box 224 Coeburn, VA 24230	Leased - EREC 223186L 01	9.200000%	10.3700	0.01150000	RI
	Equitable Resources Energy Company				0.08050000	WI
Tract 7 Totals			9.200000%	10.3700	0.09200000	
8	<u>A. C. PORTER ESTATE</u>					
	Vernon Scott Porter Heirs Bessie Mae Porter, Widow P. O. Box 164 Coeburn, VA 24230	Leased - EREC 245297L 01	1.611429%	1.8157	0.00201428	RI
	Annette Porter Bryson, Widow 1550 Vineyard Road Apt 224 Vinton, VA 24179	Leased - EREC 245297L 06	1.611429%	1.8157	0.00201428	RI
	Campbell Lindbergh Porter & Ina Geneva Porter, H/W 492 Woodland Court P. O. Box 684 Wise, VA 24293	Leased - EREC 245297L 02	1.611429%	1.8157	0.00201428	RI
	<u>Violet Z. Porter Bray & Ernest Bray Heirs</u>					
	Jackie Bray Britton 1440 Warpath Drive Kingsport, TN 37664	Leased - EREC 245297L 05	0.805714%	0.9078	0.00100714	RI
	Billy J. Bray 938 Huntwood Lane Charlottesville, VA 22901	Leased - EREC 245297L 04	0.805714%	0.9078	0.00100714	RI

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<u>Eugene Porter & Ethel Porter Heirs</u>						
	Victor Hall & Myrtle M. Hall, H/W P. O. Box 789 Coeburn, VA 24230	Leased-EREC 245297L 03	1.611429%	1.8157	0.00201429	RI
<u>Alfred Porter Heirs</u>						
	Laura Porter Moore & Luther Moore, W/H 6178 Rainey Road Norwood, MO 65717	Leased-EREC 245297L 18	0.537143%	0.6052	0.00067143	RI
	Norman L. Porter, Single P. O. Box 1847 Aurora, IL 60505	Leased-EREC 245297L 21	0.268571%	0.3026	0.00033571	RI
	Clifford J. Porter & Helene Porter, H/W 309 Terrace Way Plano, IL 60545	Leased-EREC 245297L 07	0.268571%	0.3026	0.00033571	RI
	Shannon R. Porter & Brenda P. Porter 148 Carr Court Harrison, AR 72601	Leased-EREC 245297L 15	0.268571%	0.3026	0.00033571	RI
<u>Franklin Daryl Porter Heirs</u>						
	Fern Porter Ray & Randal L. Ray, W/H Route 3 Box 112-60 Doniphan, MO 63935	Leased-EREC 245297L 09	0.268571%	0.3026	0.00033571	RI

INSTRUMENT #980003357
 RECORDED IN THE CLERK'S OFFICE OF
 WISE COUNTY ON
 JULY 6, 1998 AT 01:01PM
 J. JACK KENNEDY, JR., CLERK

000056 JUL -6 88

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	<u>John Alden Porter Heirs</u>					
	Phyllis Porter Pennington & Ernest Pennington, W/H 3236 Campbell Road Mountain City, TN 37683	Leased-EREC 245297L 10	0.146494%	0.1651	0.00018312	RI
	<u>Charles Porter Heirs</u>					
	Carolee Porter 120 Canter Fork Road Trade, TN 37691	Leased-EREC 245297L 08	0.146494%	0.1651	0.00018312	RI
	Dallas Gerald Porter, Single 120 Canter Fork Road Trade, TN 37691	Leased-EREC 245297L 17	0.146494%	0.1651	0.00018312	RI
	Alden Carroll Porter & Ellen Marie Porter, H/W 331 Canter Fork Road Trade, TN 37691	Leased-EREC 245297L 16	0.146494%	0.1651	0.00018312	RI
	Helen Porter Shull & James Frank Shull, W/H 2736 Fairwood Drive Hudson, NC 28638	Leased-EREC 245297L 14	0.146494%	0.1651	0.00018312	RI
	Edward Porter & Jo Ann Porter, H/W 720 Grover Reese Road Trade, TN 37691	Leased-EREC 245297L 19	0.146494%	0.1651	0.00018312	RI
	Billy J. Porter, Single 120 Canter Fork Road Trade, TN 37691	Leased-EREC 245297L 11	0.146493%	0.1651	0.00018312	RI
	Shirley Kay Issacs & Joe B. Issacs, W/H 2326 Honeysuckle Lane Lenoir, NC 28645	Leased-EREC 245297L 13	0.146493%	0.1651	0.00018312	RI

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	Carolyn Porter Haralson, Single 6302 Putnam Ford Drive Woodstock, GA 30189	Leased-EREC 245297L 20	0.146493%	0.1651	0.00018312	RI
	Nancy Porter Price & William K. Price, W/H 612 Connelly Springs Road Lenoir, NC 28645	Leased-EREC 245297L 12	0.146493%	0.1651	0.00018312	RI
	Harry Porter, Single 125 Belmont Farm Drive Ellenwood, GA 30294	Deemed Leased	0.146493%	0.1650	0.00018312	RI
	Equitable Resources Energy Company				0.09870000	WI
	Tract 8 Totals		11.280000%	12.7100	0.11280000	
9	Edna Holbrook Adams, Widow 317 Wood Avenue, West Big Stone Gap, VA 24219	Leased - EREC 223299L 01	0.990000%	1.1100	0.00123750	RI
	Equitable Resources Energy Company				0.00866250	WI
	Tract 9 Totals		0.990000%	1.1100	0.00990000	
10	Penn Virginia Corporation c/o Penn Virginia Resources Corp. 999 Executive Park Blvd., Suite 300 Kingsport, TN 37660	Leased - EREC 223096L 01 TK-1602	27.670000%	31.1900	0.03458750	
	Equitable Resources Energy Company				0.24211250	
	Tract 10 Totals		27.670000%	31.1900	0.27670000	
	Unit Totals		100.000000%	112.6900	1.00000000	